

**IN THE UNITED STATES DISTRICT COURT  
FOR THE NORTHERN DISTRICT OF OHIO  
WESTERN DIVISION**

SCOT SMITH,	)	CASE NO. 3:21-CV-02266-JZ
	)	
Plaintiff,	)	JUDGE JACK ZOUHARY
	)	
v.	)	
	)	
FIREXO GROUP LIMITED,	)	
	)	
Defendant.	)	

FIREXO, INC.	)	Case No.: 3:21-CV-02336
	)	
Plaintiff,	)	JUDGE JACK ZOUHARY
	)	
vs.	)	
	)	
FIREXO GROUP LIMITED,	)	
	)	
Defendant.	)	

**JOINT STIPULATIONS**

Plaintiffs Scot Smith (“Smith”), Firexo, Inc. (“Firexo”), and/or Defendant Firexo Group Limited (“FGL”) hereby stipulate as follows:

1. (All Parties) Stipulate that all documents, witness statements, pleadings, and orders that were produced by FGL, Smith, and other parties in the High Court of Justice, Business and Property Courts of England and Wales, Case No. BL-2021-001194 initiated by FGL against Smith and Rafax Invest AB (the “UK Litigation”) on or about July 26, 2021 are authentic.
2. (Smith and FGL) Stipulate that Smith agreed to be bound by the USA JVA.
3. (Smith and FGL) Stipulate that, as alleged in Paragraph 23 of the Amended Complaint filed in *Scott Smith v. Firexo Group Limited*, Case No. 3:21-cv-02266-JZ, Scot Smith executed an Application Form for Subscriptions in Sterling and a Financial Promotion Certificate in connection with each of his purchases of FGL stock.
4. (Smith and FGL) Stipulate that Exhibit 1 (B:9-B11) is a true and accurate copy of the Share Application Form Scot Smith executed to purchase shares of FGL, dated June 23, 2020.

5. (Smith and FGL) Stipulate that Exhibit 2 (B:12) is a Stock Transfer Form, dated June 29, 2020, issued to Scott Smith in connection with his purchase of 1,600 shares (Class: £0.00125 Ordinary Shares) of FGL stock issued to Scot Smith.
6. (Smith and FGL) Stipulate that Exhibit 3 (C:1) is a true and accurate copy of Share Certificate No. 303, representing 164 shares (Class: £0.00125 Ordinary Shares) of FGL stock issued to Scot Smith on September 12, 2019.
7. (Smith and FGL) Stipulate that Exhibit 4 (C:2) is a true and accurate copy of Share Certificate No. 389, representing 800 shares (Class: £0.00125 Ordinary Shares) of FGL stock issued to Scot Smith on July 1, 2020.
8. (Smith and FGL) Stipulate that Exhibit 5 (C:3) is a true and accurate copy of Share Certificate No. 397, representing 400 shares (Class: £0.00125 Ordinary Shares) of FGL stock issued to Scot Smith on July 1, 2020.
9. (Smith and FGL) Stipulate that Exhibit 6 (C:4) is a true and accurate copy of Share Certificate No. 447, representing 1,600 shares (£0.00125 Ordinary Shares) of FGL stock issued to Scot Smith on August 19, 2020.
10. (Smith and FGL) Stipulate that Exhibit 7 (D:1-D:26) is a true and accurate copy of a Shareholder Circular, attaching “New Proposed Articles of Association – Firexo Group Limited” and “Voting Resolution to Amend Articles of Firexo Group Limited,” issued to shareholders of FGL stock via email on or about September 1, 2021.
11. (Smith and FGL) Stipulate that Scot Smith received Exhibit 7 (D:1-D:26) on or about September 1, 2021.
12. (Smith and FGL) Stipulate that Exhibit 8 (D:27-D:48) is a true and accurate copy of a Special Resolution executed on September 3, 2021, attaching “Articles of Association of Firexo Group Limited (Adopted by special resolution passed on 3 September 2021).”
13. (Smith and FGL) Stipulate that Scot Smith received Exhibit 8 (D:27-D:48) on or after September 3, 2021.
14. (Smith and FGL) Stipulate that Exhibit 9 (E:1-E:2) is a true and accurate copy of a Shareholder Circular issued to shareholders of FGL on or about October 29, 2021.
15. (Smith and FGL) Stipulate that Scot Smith received Exhibit 9 (E:1-E:2) on or about October 29, 2021.
16. (Smith and FGL) Stipulate that Exhibit 10 (E:3-E:4) is a true and accurate copy of an executed Drag Along Notice issued to Scot Smith via email on or about November 4, 2021.
17. (Smith and FGL) Stipulate that Scot Smith received Exhibit 10 (E:3-E:4) on or about November 4, 2021.

18. (Smith) Stipulates that he does not challenge that Exhibit 11 (E:5-E:18) is a true and accurate copy of a document entitled Agreement of Plan and Exchange by and between Firexo Corp. and Firexo Group Limited and Scot Smith, dated November 5, 2021.
19. (Smith) Stipulates he received a draft copy of Exhibit 11 (E:5-E:18) on or about November 4, 2021.
20. (Smith) Stipulates that he does not challenge that Exhibit 12 (E:19-E:20) is a true and accurate copy of a document entitled Stock Transfer Form, concerning 2,964 shares (Class: £0.00125 Ordinary Shares) of FGL stock, dated November 5, 2021.
21. (Smith) Stipulates that he received a draft copy of Exhibit 12 (E:19-E:20) on or about November 4, 2021.
22. (Smith and FGL) Stipulate that Exhibit 13 (E:21-E:22) is a true and accurate copy of Share Certificate No. 322, identifying Scot Smith as the owner of 2,964 shares of the common stock of Firexo Corporation, a Delaware corporation, dated November 5, 2021.
23. (Smith and FGL) Stipulate that Exhibit 14 is a true and accurate copy of a November 24, 2021 email attaching a true and accurate copy of a November 24, 2021 letter to stockholders of Firexo Corporation, which includes an executed Attachment A (“Amended and Restated Certificate of Incorporation of Firexo Corporation, a Delaware corporation,” dated November 17, 2021) and Attachment B (“New Members of the Board of Directors”) issued to stockholders of Firexo Corporation via email on November 24, 2021.
24. (Smith and FGL) Stipulate that Scot Smith received Exhibit 14 on or about November 24, 2021.
25. (Smith and FGL) Stipulate that Exhibit 15 is a true and accurate copy of an April 12, 2022 email attaching a true and accurate copy of an “Investor Update Q 1 2022.”
26. (Smith and FGL) Stipulate that Scot Smith received Exhibit 15 on or about April 12, 2022.
27. (Smith and FGL) Stipulate that Exhibit 16 is a true and accurate copy of a May 5, 2022 letter from DWF Law LLP to Ms. Vicky Choudhury of Coyle White Devine Solicitors, enclosing Share Certificate No. 322, representing 2,964 shares of the common stock of Firexo Corporation issued to Scot Smith on November 5, 2021, sent on behalf of Scot Smith.
28. (Smith and FGL) Stipulate that as of May 5, 2022, and at all times from May 5, 2022 through the present, Scot Smith holds or has held, or is or has been the registered owner of, 296,400 shares of the common stock of Firexo Corporation, a Delaware corporation, subject to Smith’s reservation of rights related to the transfer of stock from FGL to Firexo Corporation.

Stipulated to by:

/s/ Aaron M. Bernay (per email authorization)

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*Attorneys for Defendant, Firexo Group Limited*

**CERTIFICATE OF SERVICE**

The undersigned hereby certifies that a true copy of the foregoing document has been filed via the Court's authorized e-filing system on this 10th day of August, 2022 which will provide electronic notification to all parties of record.

/s/ Jason J. Blake  
*One of the Attorneys for Defendant Firexo  
Group Limited*